

ORIGINAL



BEFORE THE ARIZONA CORPORATION COMMISSION

GARY PIERCE  
Chairman

2012 SEP 18 P 4:29

BOB STUMP  
Commissioner

ARIZONA CORPORATION COMMISSION  
DOCKET CONTROL

PAUL NEWMAN  
Commissioner

Arizona Corporation Commission  
DOCKETED

SANDRA D. KENNEDY  
Commissioner

SEP 18 2012

BRENDA BURNS  
Commissioner

DOCKETED BY  
ZM

In the Matter of the Application of IntelePeer, )  
Inc. for Approval of a Certificate of )  
Convenience and Necessity to Provide Resold )  
Long Distance, Resold Local Exchange, )  
Facilities-Based Long Distance and Facilities- )  
Based Local Exchange Telecommunications )  
Services )

Docket No. T-20695A-09-0387

**NOTICE OF COMPLIANCE  
FILING**

In compliance with Decision No. 73249, attached is a copy of the letter of credit in the amount of \$235,000. The original has been submitted to the Commission's Business Office.

Dated this 18th day of September, 2012.

LEWIS and ROCA, LLP

Michael T. Hallam  
40 N. Central Avenue  
Phoenix, AZ 85004  
(602) 262-5723

Attorneys for IntelePeer, Inc.

LEWIS  
AND  
ROCA  
LLP

L A W Y E R S

1 ORIGINAL and thirteen (13) copies  
2 of the foregoing filed  
3 this 18th day of September, 2012, with:

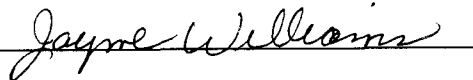
4 The Arizona Corporation Commission  
5 Utilities Division – Docket Control  
6 1200 W. Washington Street  
7 Phoenix, Arizona 85007

8 Copy of the foregoing hand-delivered  
9 this 18th day of September, 2012, to:

10 Yvette B. Kinsey  
11 Administrative Law Judge  
12 Arizona Corporation Commission  
13 1200 West Washington Street  
14 Phoenix, AZ 85007

15 Janice Alward, Chief Counsel  
16 Legal Division  
17 Arizona Corporation Commission  
18 1200 West Washington Street  
19 Phoenix, AZ 85007

20 Steve Olea  
21 Utilities Division  
22 Arizona Corporation Commission  
23 1200 West Washington Street  
24 Phoenix, AZ 85007

25   
26

Comerica Bank

FAX NO: 310-297-2890  
SWIFT: MNEDUS6S LAX

COMERICA BANK  
INTERNATIONAL TRADE SERVICES  
2321 ROSECRANS AVE., 5TH FLOOR  
EL SEGUNDO, CA 90245

BENEFICIARY:  
ARIZONA CORPORATION COMMISSION  
1200 WEST WASHINGTON STREET  
PHOENIX, AZ 85007

DATE OF ISSUE: SEPTEMBER 14, 2012

WE HEREBY OPEN OUR IRREVOCABLE STANDBY LETTER OF CREDIT NO. [REDACTED] IN YOUR FAVOR, FOR ACCOUNT OF INTELEPEER, INC., 2855 CAMPUS DRIVE, SUITE 200, SAN MATEO, CA 94403, FOR A SUM NOT EXCEEDING USD 235,000.00 (TWO HUNDRED THIRTY FIVE THOUSAND AND 00/100'S U.S. DOLLARS) AVAILABLE WITH COMERICA BANK BY YOUR DRAFT(S) AT SIGHT ON COMERICA BANK (IN THE FORM ATTACHED HERETO AS ANNEX A), WHEN ACCOMPANIED BY:

1. THE ORIGINAL OF THIS IRREVOCABLE STANDBY LETTER OF CREDIT AND AMENDMENT(S) IF ANY.
2. BENEFICIARY'S STATEMENT DATED AND SIGNED BY THE BENEFICIARY, INDICATING NAME AND TITLE OF THE SIGNER USING EITHER OF THE FOLLOWING:

A. THE UNDERSIGNED HEREBY CERTIFIES INTELEPEER, INC. (THE "COMPANY") IS IN DEFAULT UNDER ITS OBLIGATIONS ARISING FROM ITS PERFORMANCE UNDER THE TERMS OF THAT CERTAIN (NEED COMPLETE NAME OF CERTIFICATE) (THE "CERTIFICATE") THAT EXISTS BY AND BETWEEN INTELEPEER, INC. AND ARIZONA CORPORATION COMMISSION, AND ANY CURE PERIOD PROVIDED FOR THEREIN, IF ANY, HAS PASSED WITHOUT REMEDY. THEREFORE WE ARE DRAWING USD (AMOUNT) UNDER COMERICA BANK'S STANDBY LETTER OF CREDIT NO. [REDACTED]

OR

B. THE UNDERSIGNED HEREBY CERTIFIES THAT WE HAVE RECEIVED A WRITTEN NOTICE OF COMERICA BANK'S ELECTION NOT TO EXTEND THEIR STANDBY LETTER OF CREDIT NO. [REDACTED] AND HAVE NOT RECEIVED A REPLACEMENT LETTER OF CREDIT OR ANY OTHER FINANCIAL ASSURANCE SATISFACTORY TO US FROM INTELEPEER, INC.

SPECIAL CONDITIONS:

ALL SIGNATURES MUST BE MANUALLY EXECUTED IN ORIGINALS.

ALL INFORMATION REQUIRED WHETHER INDICATED BY BLANKS, BRACKETS OR OTHERWISE, MUST BE COMPLETED AT THE TIME OF DRAWING.

PARTIAL DRAWINGS AND MULTIPLE PRESENTATIONS MAY BE MADE UNDER THIS IRREVOCABLE STANDBY LETTER OF CREDIT, PROVIDED, HOWEVER, THAT EACH SUCH DEMAND THAT IS PAID BY US SHALL REDUCE THE AMOUNT AVAILABLE UNDER THIS IRREVOCABLE STANDBY LETTER OF CREDIT.

IT IS A CONDITION OF THIS IRREVOCABLE STANDBY LETTER OF CREDIT THAT IT SHALL BE DEEMED AUTOMATICALLY EXTENDED WITHOUT AMENDMENT FOR A PERIOD OF ONE YEAR FROM THE PRESENT OR ANY FUTURE EXPIRATION DATE, UNLESS AT LEAST THIRTY (30) DAYS PRIOR TO THE EXPIRATION DATE WE SEND YOU NOTICE BY OVERNIGHT COURIER THAT WE ELECT NOT TO EXTEND THIS IRREVOCABLE STANDBY LETTER OF CREDIT FOR ANY SUCH ADDITIONAL PERIOD.

PAGE 2 OF 2 TO IRREVOCABLE STANDBY LETTER OF CREDIT NO. [REDACTED]

SAID NOTIFICATION WILL BE SENT TO THE ADDRESS INDICATED ABOVE, UNLESS A CHANGE OF ADDRESS IS OTHERWISE NOTIFIED BY YOU TO US IN WRITING BY RECEIPTED MAIL OR COURIER. ANY NOTICE TO US WILL BE DEEMED EFFECTIVE ONLY UPON ACTUAL RECEIPT BY US AT OUR DESIGNATED OFFICE.

ALL DRAFTS REQUIRED UNDER THIS IRREVOCABLE STANDBY LETTER OF CREDIT MUST BE MARKED: "DRAWN UNDER COMERICA BANK IRREVOCABLE STANDBY LETTER OF CREDIT NO. [REDACTED]."

ALL DOCUMENTS ARE TO BE DISPATCHED BY COURIER SERVICE TO COMERICA BANK INTERNATIONAL TRADE SERVICES, 2321 ROSECRANS AVE., 5TH FL., EL SEGUNDO, CA 90245, ATTN: STANDBY LETTER OF CREDIT DEPT, TEAM 44.

THIS IRREVOCABLE STANDBY LETTER OF CREDIT SETS FORTH IN FULL THE TERMS OF OUR UNDERTAKING AND SUCH UNDERTAKING SHALL NOT BE IN ANY WAY MODIFIED, AMENDED OR AMPLIFIED BY REFERENCE TO ANY DOCUMENT, INSTRUMENT OR AGREEMENT REFERRED TO HEREIN OR IN WHICH THIS IRREVOCABLE STANDBY LETTER OF CREDIT IS REFERRED TO OR TO WHICH THIS IRREVOCABLE STANDBY LETTER OF CREDIT RELATES, AND ANY SUCH REFERENCE SHALL NOT BE DEEMED TO INCORPORATE HEREIN BY REFERENCE ANY DOCUMENT, INSTRUMENT OR AGREEMENT.

WE HEREBY ENGAGE WITH YOU THAT ALL DRAWING(S) MADE UNDER AND IN COMPLIANCE WITH THE TERMS OF THIS IRREVOCABLE STANDBY LETTER OF CREDIT WILL BE DULY HONORED IF DRAWN AND PRESENTED FOR PAYMENT AT OUR OFFICE LOCATED AT COMERICA BANK INTERNATIONAL TRADE SERVICES, 2321 ROSECRANS AVE., 5TH FL., EL SEGUNDO, CA 90245, ATTN: STANDBY LETTER OF CREDIT DEPT, TEAM 44 ON OR BEFORE THE EXPIRATION DATE OF THIS CREDIT, SEPT. 14, 2013 OR ANY AUTOMATICALLY EXTENDED DATE.

EXCEPT SO FAR AS OTHERWISE EXPRESSLY STATED HEREIN, THIS STANDBY LETTER OF CREDIT IS SUBJECT TO THE "INTERNATIONAL STANDBY PRACTICES" (ISP 98) INTERNATIONAL CHAMBER OF COMMERCE (PUBLICATION NO. 590).

  
AUTHORIZED SIGNATURE  
RHONDA DANTZLER  
AUTHORIZED SIGNATURE

ANNEX A

SIGHT DRAFT

DATE: \_\_\_\_\_

REF. NO. \_\_\_\_\_

AT SIGHT

PAY TO THE ORDER OF \_\_\_\_\_ US\$ \_\_\_\_\_

US DOLLARS \_\_\_\_\_

"DRAWN UNDER COMERICA BANK, IRREVOCABLE STANDBY LETTER OF CREDIT  
NUMBER NO. \_\_\_\_\_ DATED \_\_\_\_\_, 2012"

TO: COMERICA BANK  
2321 ROSECRANS AVE., 5<sup>TH</sup> FL  
EL SEGUNDO, CA 90245

\_\_\_\_\_  
(INSERT NAME OF BENEFICIARY)

\_\_\_\_\_  
AUTHORIZED SIGNATURE

**GUIDELINES TO PREPARE THE SIGHT DRAFT:**

1. **DATE:** ISSUANCE DATE OF DRAFT.
  2. **REF. NO.:** YOUR REFERENCE NUMBER, IF ANY.
  3. **PAY TO THE ORDER OF:** BENEFICIARY'S NAME
  4. **US\$:** AMOUNT OF DRAWING IN FIGURES.
  5. **US DOLLARS:** AMOUNT OF DRAWING IN WORDS.
  6. **LETTER OF CREDIT NUMBER:** OUR STANDBY L/C NUMBER THAT PERTAINS TO THE DRAWING.
  7. **DATED:** ISSUANCE DATE OF OUR STANDBY L/C.
- NOTE:** BENEFICIARY'S NAME SHOULD BE PRINTED AT THE BACK OF THE SIGHT DRAFT WITH ENDORSEMENT.